

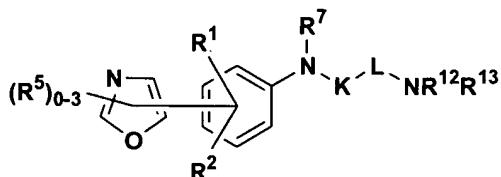
## AMENDMENTS TO THE CLAIMS

This listing of claims will replace all prior versions, and listings, of claims in the application.

Listing of Claims:

1. – 22. (Canceled)

23. (Previously presented). A compound of the following formula I, or a pharmaceutically acceptable salt thereof:



(I)

wherein:

R<sup>1</sup> and R<sup>2</sup> are each independently selected from the group consisting of H, F, Cl, Br, I, NO<sub>2</sub>, CF<sub>3</sub>, CN, OCF<sub>3</sub>, OH, C<sub>1</sub>-C<sub>4</sub>alkoxy-, C<sub>1</sub>-C<sub>4</sub>alkylcarbonyl-, C<sub>1</sub>-C<sub>6</sub> alkyl, hydroxy C<sub>1</sub>-C<sub>4</sub> alkyl-, C<sub>3</sub>-C<sub>6</sub> alkenyl, C<sub>3</sub>-C<sub>6</sub> alkynyl, C<sub>3</sub>-C<sub>10</sub> cycloalkyl(C<sub>0</sub>-C<sub>4</sub>alkyl)-, H<sub>2</sub>N(C<sub>0</sub>-C<sub>4</sub>)alkyl-, R<sup>6</sup>HN(C<sub>0</sub>-C<sub>4</sub>)alkyl-, R<sup>6</sup>R<sup>7</sup>N(C<sub>0</sub>-C<sub>4</sub>)alkyl-, R<sup>7</sup>S(C<sub>0</sub>-C<sub>4</sub>)alkyl-, R<sup>7</sup>S(O)(C<sub>0</sub>-C<sub>4</sub>)alkyl-, R<sup>7</sup>SO<sub>2</sub>(C<sub>0</sub>-C<sub>4</sub>)alkyl-, R<sup>6</sup>NSO<sub>2</sub>(C<sub>0</sub>-C<sub>4</sub>)alkyl-, HSO<sub>3</sub>, HO<sub>2</sub>C(C<sub>0</sub>-C<sub>4</sub>)alkyl-, R<sup>6</sup>O<sub>2</sub>C(C<sub>0</sub>-C<sub>4</sub>)alkyl-, and R<sup>6</sup>R<sup>7</sup>NCO(C<sub>0</sub>-C<sub>4</sub>)alkyl-, or R<sup>1</sup> and R<sup>2</sup>, when on adjacent carbon atoms, and when taken together are methylenedioxy or ethylenedioxy;

R<sup>5</sup> is independently selected from H, F, Cl, Br, I, NO<sub>2</sub>, CN, CF<sub>3</sub>, OCF<sub>3</sub>, OH, C<sub>1</sub>-C<sub>4</sub>alkoxy-, hydroxyC<sub>1</sub>-C<sub>4</sub> alkyl-, C<sub>1</sub>-C<sub>4</sub> alkylcarbonyl-, CO<sub>2</sub>H, CO<sub>2</sub>R<sup>6</sup>, CONR<sup>6</sup>R<sup>7</sup>, NHR<sup>6</sup>, and NR<sup>6</sup>R<sup>7</sup>;

R<sup>6</sup> is selected from H, C<sub>1</sub>-C<sub>8</sub> alkyl, C<sub>3</sub>-C<sub>6</sub> alkenyl, C<sub>3</sub>-C<sub>6</sub> alkynyl, C<sub>3</sub>-C<sub>10</sub> cycloalkyl(C<sub>0</sub>-C<sub>4</sub> alkyl)-, aryl(C<sub>0</sub>-C<sub>4</sub> alkyl)-, and heterocyclic (C<sub>0</sub>-C<sub>4</sub> alkyl)-,

wherein said aryl or heterocyclic groups are substituted with 0-2 substituents independently selected from C<sub>1</sub>-C<sub>4</sub> alkyl, C<sub>1</sub>-C<sub>4</sub> alkoxy, hydroxy C<sub>0</sub>-C<sub>4</sub> alkyl, oxo, F, Cl, Br, CF<sub>3</sub>, NO<sub>2</sub>, CN, OCF<sub>3</sub>, NH<sub>2</sub>, NHR<sup>7</sup>, NR<sup>7</sup>R<sup>8</sup>, SR<sup>7</sup>, S(O)R<sup>7</sup>, SO<sub>2</sub>R<sup>7</sup>, SO<sub>2</sub>NR<sup>7</sup>R<sup>8</sup>, CO<sub>2</sub>H, CO<sub>2</sub>R<sup>7</sup>, and CONR<sup>7</sup>R<sup>8</sup>;

R<sup>7</sup> and R<sup>8</sup> are each independently selected from H, C<sub>1</sub>-C<sub>8</sub> alkyl, C<sub>3</sub>-C<sub>6</sub> alkenyl, C<sub>3</sub>-C<sub>6</sub> alkynyl, C<sub>3</sub>-C<sub>10</sub> cycloalkyl(C<sub>0</sub>-C<sub>4</sub> alkyl)-, C<sub>1</sub>-C<sub>6</sub> alkylcarbonyl, C<sub>3</sub>-C<sub>7</sub> cycloalkyl(C<sub>0</sub>-C<sub>5</sub> alkyl)carbonyl, C<sub>1</sub>-C<sub>6</sub> alkoxy carbonyl, C<sub>3</sub>-C<sub>7</sub> cycloalkyl(C<sub>0</sub>-C<sub>5</sub> alkoxy)carbonyl, aryl(C<sub>1</sub>-C<sub>5</sub> alkoxy)carbonyl, arylsulfonyl, aryl(C<sub>0</sub>-C<sub>4</sub> alkyl)-, heterocyclic(C<sub>1</sub>-C<sub>5</sub> alkoxy)carbonyl, heterocyclic sulfonyl and heterocyclic (C<sub>0</sub>-C<sub>4</sub> alkyl)-, wherein said aryl or heterocyclic groups are substituted with 0-2 substituents independently selected from the group consisting of C<sub>1</sub>-C<sub>4</sub> alkyl, C<sub>1</sub>-C<sub>4</sub> alkoxy, F, Cl, Br, CF<sub>3</sub>, CN, and NO<sub>2</sub>;

or R<sup>6</sup> and R<sup>7</sup>, or R<sup>6</sup> and R<sup>8</sup>, or R<sup>7</sup> and R<sup>8</sup>, when both substituents are on the same nitrogen atom, do or do not form, with the nitrogen atom to which they are attached, a heterocycle selected from 1-aziridinyl, 1-azetidinyl, 1-piperidinyl, 1-morpholinyl, 1-pyrrolidinyl, thiamorpholinyl, thiazolidinyl, and 1-piperazinyl, said heterocycle is unsubstituted or substituted with 0-3 groups selected from oxo, C<sub>1</sub>-C<sub>6</sub> alkyl, C<sub>3</sub>-C<sub>7</sub> cycloalkyl(C<sub>0</sub>-C<sub>4</sub> alkyl)-, C<sub>1</sub>-C<sub>6</sub> alkylcarbonyl, C<sub>3</sub>-C<sub>7</sub> cycloalkyl(C<sub>0</sub>-C<sub>5</sub> alkyl)carbonyl, C<sub>1</sub>-C<sub>6</sub> alkoxy carbonyl, C<sub>3</sub>-C<sub>7</sub> cycloalkyl(C<sub>0</sub>-C<sub>5</sub> alkoxy)carbonyl, aryl(C<sub>0</sub>-C<sub>5</sub> alkyl), heterocyclic(C<sub>0</sub>-C<sub>5</sub> alkyl), aryl(C<sub>1</sub>-C<sub>5</sub> alkoxy)carbonyl, heterocyclic(C<sub>1</sub>-C<sub>5</sub> alkoxy)carbonyl, C<sub>1</sub>-C<sub>6</sub> alkylsulfonyl, arylsulfonyl, and heterocyclicsulfonyl,

wherein said aryl or heterocyclic groups are substituted with 0-2 substituents independently selected from C<sub>1</sub>-C<sub>4</sub> alkyl, C<sub>1</sub>-C<sub>4</sub> alkoxy, F, Cl, Br, CF<sub>3</sub>, CN, and NO<sub>2</sub>;

K is selected from -C(=O)- and -CHR<sup>9</sup>-;

L is selected from -C(=O), -CHR<sup>9</sup>-, -CR<sup>10</sup>R<sup>11</sup>-, -CR<sup>10</sup>R<sup>11</sup>-(C=O), -HR<sup>15</sup>C-CHR<sup>16</sup>-, and -R<sup>15</sup>C=CR<sup>16</sup>;

R<sup>9</sup> is selected from H, C<sub>1</sub>-C<sub>8</sub> alkyl, C<sub>3</sub>-C<sub>6</sub> alkenyl, C<sub>3</sub>-C<sub>10</sub> cycloalkyl(C<sub>0</sub>-C<sub>4</sub> alkyl)-, aryl(C<sub>0</sub>-C<sub>4</sub> alkyl)-, and heterocyclic(C<sub>0</sub>-C<sub>4</sub> alkyl)-,

wherein said aryl or heterocyclic groups are substituted with 0-2 substituents independently selected from C<sub>1</sub>-C<sub>4</sub> alkyl, C<sub>1</sub>-C<sub>4</sub> alkoxy, F, Cl, Br, CF<sub>3</sub>, and NO<sub>2</sub>;

$R^{10}$  is selected from H, F, Cl, Br,  $C_1$ - $C_6$  alkoxy,  $C_1$ - $C_8$  alkyl,  $C_3$ - $C_6$  alkenyl,  $C_3$ - $C_{10}$  cycloalkyl( $C_0$ - $C_4$  alkyl)-, aryl( $C_0$ - $C_4$  alkyl)-, and heterocyclic( $C_0$ - $C_4$  alkyl)-, wherein said aryl or heterocyclic groups are substituted with 0-2 substituents independently selected from  $C_1$ - $C_4$  alkyl,  $C_1$ - $C_4$  alkoxy, F, Cl, Br,  $CF_3$ , CN, and  $NO_2$ ;

$R^{11}$  is selected from H, F, Cl, Br, OMe,  $C_1$ - $C_8$  alkyl,  $C_3$ - $C_6$  alkenyl,  $C_3$ - $C_{10}$  cycloalkyl( $C_0$ - $C_4$  alkyl)-, aryl( $C_0$ - $C_4$  alkyl)-, and heterocyclic( $C_0$ - $C_4$  alkyl)-, wherein said aryl or heterocyclic groups are substituted with 0-2 substituents independently selected from  $C_1$ - $C_4$  alkyl,  $C_1$ - $C_4$  alkoxy, F, Cl, Br,  $CF_3$ , CN, and  $NO_2$ ;

or  $R^{10}$  and  $R^{11}$ , when on the same carbon atom, do or do not form, with the carbon atoms to which they are attached, a 3-7 membered carbocyclic or 3-7 membered heterocyclic non-aromatic ring system, said carbocyclic or heterocyclic ring is unsubstituted or substituted with 0-2 substituents independently selected from  $C_1$ - $C_4$  alkyl,  $C_1$ - $C_4$  alkoxy, hydroxy  $C_0$ - $C_4$  alkyl, oxo, F, Cl, Br,  $CF_3$ , and  $NO_2$ ;

$R^{12}$  is selected from H,  $C_3$ - $C_6$  alkenyl,  $C_3$ - $C_{10}$  cycloalkyl( $C_0$ - $C_4$  alkyl)-, monocyclic or bicyclic 5-10 membered heterocyclic( $C_0$ - $C_4$  alkyl)-, and  $-CZ^1Z^2Z^3$ , provided  $-CZ^1Z^2Z^3$  is not  $C_1$ - $C_4$  alkyl,

wherein said aryl or heterocyclic groups are substituted with 0-3 substituents independently selected from  $R^{14}$ ;

$Z^1$  is selected from  $C_1$ - $C_8$  alkyl,  $C_2$ - $C_6$  alkenyl,  $C_2$ - $C_6$  alkynyl,  $C_1$ - $C_6$  hydroxyalkyl,  $C_1$ - $C_4$  alkoxy  $C_1$ - $C_4$  alkyl, aryl( $C_0$ - $C_4$  alkyl)-, and 4-10 membered heterocyclic ( $C_0$ - $C_4$  alkyl)-,

wherein said aryl or heterocyclic groups are substituted with 0-3 substituents independently selected from  $R^{14}$ ;

$Z^2$  is selected from  $C_1$ - $C_8$  alkyl,  $C_2$ - $C_6$  alkenyl,  $C_2$ - $C_6$  alkynyl,  $C_1$ - $C_6$  hydroxyalkyl,  $C_1$ - $C_4$  alkoxy  $C_1$ - $C_4$  alkyl,  $C_1$ - $C_6$  NR<sup>17</sup>R<sup>18</sup>, aryl( $C_0$ - $C_4$  alkyl)-, and 4-10 membered heterocyclic ( $C_0$ - $C_4$  alkyl)-,

wherein said aryl or heterocyclic groups are substituted with 0-3 substituents independently selected from R<sup>14</sup>;

Z<sup>3</sup> is selected from C<sub>1</sub>-C<sub>8</sub> alkyl, R<sup>14</sup>(C<sub>2</sub>-C<sub>4</sub> alkyl)-, C<sub>2</sub>-C<sub>6</sub> alkenyl, C<sub>2</sub>-C<sub>6</sub> alkynyl, C<sub>1</sub>-C<sub>6</sub> hydroxyalkyl, C<sub>1</sub>-C<sub>4</sub> alkoxy C<sub>1</sub>-C<sub>4</sub> alkyl, aryl(C<sub>0</sub>-C<sub>4</sub> alkyl)-, 4-10 membered heterocyclic (C<sub>0</sub>-C<sub>4</sub> alkyl)-, R<sup>17</sup>O=C(C<sub>0</sub>-C<sub>4</sub> alkyl)-, R<sup>17</sup>OO=C(C<sub>0</sub>-C<sub>4</sub> alkyl)-, and R<sup>17</sup>R<sup>18</sup> NO=C(C<sub>0</sub>-C<sub>4</sub> alkyl)-,

wherein said aryl or heterocyclic groups are substituted with 0-3 substituents independently selected from R<sup>14</sup>;

or Z<sup>1</sup> and Z<sup>2</sup>, when on the same carbon atom, may form, with the carbon atoms to which they are attached, a 3-7 membered carbocyclic or 3-7 membered heterocyclic non-aromatic ring system, said carbocyclic or heterocyclic ring may be substituted with 0-2 substituents independently selected from R<sup>14</sup>[.];

R<sup>13</sup> is selected from H, C<sub>1</sub>-C<sub>8</sub> alkyl, C<sub>3</sub>-C<sub>6</sub> alkenyl, C<sub>3</sub>-C<sub>10</sub> cycloalkyl(C<sub>0</sub>-C<sub>4</sub> alkyl)-, C<sub>1</sub>-C<sub>6</sub> alkylcarbonyl, C<sub>1</sub>-C<sub>6</sub> alkylsulfonyl, C<sub>3</sub>-C<sub>7</sub> cycloalkyl(C<sub>0</sub>-C<sub>5</sub> alkyl)carbonyl, C<sub>1</sub>-C<sub>6</sub> alkoxy carbonyl, C<sub>3</sub>-C<sub>7</sub> cycloalkyl(C<sub>0</sub>-C<sub>5</sub> alkoxy)carbonyl, aryl(C<sub>0</sub>-C<sub>4</sub> alkyl)-, aryl(C<sub>1</sub>-C<sub>5</sub> alkoxy)carbonyl, arylsulfonyl, heterocyclic(C<sub>0</sub>-C<sub>4</sub> alkyl), heterocyclic(C<sub>1</sub>-C<sub>5</sub> alkoxy)carbonyl, and heterocyclesulfonyl,

wherein said aryl or heterocyclic groups are substituted with 0-2 substituents independently selected from C<sub>1</sub>-C<sub>4</sub> alkyl, C<sub>1</sub>-C<sub>4</sub> alkoxy, F, Cl, Br, CF<sub>3</sub>, CN, and NO<sub>2</sub>;

R<sup>14</sup> is selected from H, C<sub>1</sub>-C<sub>10</sub> alkyl, NO<sub>2</sub>, CF<sub>3</sub>, CN, F, Cl, Br, C<sub>1</sub>-C<sub>10</sub> alkylcarbonyl, haloalkyl, haloalkoxy, OH, NR<sup>6</sup>R<sup>7</sup>(C<sub>0</sub>-C<sub>4</sub> alkyl)-, R<sup>6</sup>C(=O)O(C<sub>0</sub>-C<sub>4</sub> alkyl)-, R<sup>6</sup>OC(=O)O(C<sub>0</sub>-C<sub>4</sub> alkyl)-, R<sup>6</sup>O(C<sub>0</sub>-C<sub>4</sub> alkyl), R<sup>6</sup>R<sup>7</sup>NC(=O)O(C<sub>0</sub>-C<sub>4</sub> alkyl)-, R<sup>6</sup>R<sup>7</sup>NC(=O)(C<sub>0</sub>-C<sub>4</sub> alkyl)-, R<sup>6</sup>O(CR<sup>10</sup>R<sup>11</sup>)<sub>2-6</sub>R<sup>6</sup>NC(=O)(C<sub>0</sub>-C<sub>4</sub> alkyl)-, R<sup>6</sup>R<sup>7</sup>N(CR<sup>10</sup>R<sup>11</sup>)<sub>2-6</sub>R<sup>6</sup>NC(=O)(C<sub>0</sub>-C<sub>4</sub> alkyl)-, R<sup>6</sup>O<sub>2</sub>C(CH<sub>2</sub>)<sub>1-4</sub>O(C<sub>0</sub>-C<sub>4</sub> alkyl)-, R<sup>6</sup>OOC(C<sub>1</sub>-C<sub>4</sub> alkoxy)-, R<sup>6</sup>OOC(C<sub>0</sub>-C<sub>4</sub> alkyl)-, R<sup>6</sup>C(=O)(C<sub>0</sub>-C<sub>4</sub> alkyl)-, R<sup>6</sup>C(=O)NR<sup>7</sup>(C<sub>0</sub>-C<sub>4</sub> alkyl)-, R<sup>6</sup>OC(=O)NR<sup>7</sup>(C<sub>0</sub>-C<sub>4</sub> alkyl)-, R<sup>6</sup>OC(=NCN)NR<sup>7</sup>(C<sub>0</sub>-C<sub>4</sub> alkyl)-, R<sup>6</sup>R<sup>7</sup>NC(=O)NR<sup>8</sup>(C<sub>0</sub>-C<sub>4</sub> alkyl)-, R<sup>6</sup>OC(=NC)NR<sup>7</sup>(C<sub>0</sub>-C<sub>4</sub> alkyl)-, R<sup>6</sup>(CR<sup>10</sup>R<sup>11</sup>)<sub>1-4</sub>NR<sup>7</sup>C=O-, R<sup>6</sup>O(CR<sup>10</sup>R<sup>11</sup>)<sub>1-4</sub>O=CR<sup>7</sup>N-, NR<sup>6</sup>R<sup>7</sup>(CR<sup>10</sup>R<sup>11</sup>)<sub>1-4</sub>C=O R<sup>7</sup>N-, R<sup>6</sup>O(CR<sup>10</sup>R<sup>11</sup>)<sub>2-4</sub>R<sup>7</sup>N-, R<sup>6</sup>O<sub>2</sub>C(CR<sup>10</sup>R<sup>11</sup>)<sub>1-4</sub>R<sup>7</sup>N, R<sup>6</sup>R<sup>7</sup>N(CR<sup>10</sup>R<sup>11</sup>)<sub>2-4</sub>R<sup>7</sup>N-, R<sup>6</sup>R<sup>7</sup>NC(=NCN)NR<sup>7</sup>(C<sub>0</sub>-C<sub>4</sub> alkyl)-, R<sup>6</sup>R<sup>7</sup>NC(=C(H)(NO<sub>2</sub>))NR<sup>7</sup>(C<sub>0</sub>-C<sub>4</sub> alkyl)-, R<sup>7</sup>R<sup>8</sup>N C(=NR<sup>7</sup>)NR<sup>7</sup>(C<sub>0</sub>-C<sub>4</sub> alkyl)-, R<sup>6</sup>R<sup>7</sup>N SO<sub>2</sub>NR<sup>8</sup>(C<sub>0</sub>-C<sub>4</sub> alkyl)-, R<sup>6</sup>SO<sub>2</sub>NR<sup>7</sup>(C<sub>0</sub>-C<sub>4</sub>

alkyl)-,  $R^6R^7N(C_1-C_4)CO$ - ,  $R^6R^7N(C_2-C_6)$  alkyl)O-,  $R^6CO(CR^{10}R^{11})_{0-2}$   $R^7N(O_2)S(C_0-C_4)$  alkyl),  $R^6(O_2)S R^7 NC(=O) (C_0-C_4)$  alkyl)-,  $R^6S(C_0-C_4)$  alkyl)-,  $R^6S(=O) (C_0-C_4)$  alkyl)-,  $R^6SO_2(C_0-C_4)$  alkyl)-,  $SO_2NR^6R^7$ ,  $SiMe_3$ ,  $R^6R^7N(C_2-C_4)$  alkyl)-,  $R^6R^7N(C_2-C_4)$  alkoxy)-,  $HSO_3$ ,  $HONH$ -,  $R^6ONH$ -,  $R^8R^7NNR^6$ -,  $HO(COR^6)N$ -,  $HO(R^6O_2C)N$ ,  $C_2-C_6$  alkenyl,  $C_3-C_{10}$  cycloalkyl,  $C_3-C_{10}$  cycloalkylmethyl, aryl( $C_0-C_4$  alkyl)-, heteroaryl( $C_0-C_4$  alkyl)-, aryl( $C_0-C_4$  alkyl)O-, and heteroaryl( $C_0-C_4$  alkyl)O-,

wherein said aryl groups are substituted with 0-2 substituents independently selected from  $C_1-C_4$  alkyl,  $C_1-C_4$  alkoxy, F, Cl, Br,  $CF_3$ , and  $NO_2$ ;

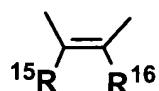
$R^{15}$  is selected from H, halo, cyano,  $C_1-C_8$  alkyl,  $C_3-C_6$  alkenyl, and  $C_3-C_{10}$  cycloalkyl( $C_0-C_4$  alkyl)-, aryl( $C_0-C_4$  alkyl)-, and heterocyclic( $C_0-C_4$  alkyl)-,

wherein said aryl or heterocyclic groups are substituted with 0-2 substituents independently selected from  $R^{14}$ ; and

$R^{16}$  is selected from H, halo, cyano,  $C_1-C_8$  alkyl,  $C_3-C_6$  alkenyl,  $C_3-C_{10}$  cycloalkyl( $C_0-C_4$  alkyl)-, aryl( $C_0-C_4$  alkyl)-, and heterocyclic( $C_0-C_4$  alkyl)-,

wherein said aryl or heterocyclic groups are substituted with 0-2 substituents independently selected from  $R^{14}$ ;

or when  $R^{15}$  and  $R^{16}$  are on adjacent carbon atoms, or when  $R^{15}$  and  $R^{16}$  are oriented on the same side of the double bond, as depicted in the following structure (III)



(III),

$R^{15}$  and  $R^{16}$  do or do not form, with the carbon atoms to which they are attached, a 3-7 membered carbocyclic aromatic or nonaromatic ring system, or a 3-7 membered heterocyclic aromatic or nonaromatic ring system, said carbocyclic or heterocyclic ring is unsubstituted or substituted with 0-2 substituents independently selected from  $C_1-C_4$  alkyl,  $C_1-C_4$  alkoxy, F, Cl, Br,  $CF_3$ , and  $NO_2$ ;

$R^{17}$  is selected from H,  $C_1-C_8$  alkyl,  $C_3-C_6$  alkenyl,  $C_3-C_{10}$  cycloalkyl( $C_0-C_4$  alkyl)-,  $C_1-C_6$  alkylcarbonyl,  $C_1-C_6$  alkylsulfonyl,  $C_3-C_7$  cycloalkyl( $C_0-C_5$  alkyl)carbonyl,  $C_1-C_6$  alkoxy carbonyl,  $C_3-C_7$  cycloalkyl( $C_0-C_5$  alkoxy)carbonyl, hydroxy( $C_2-C_4$ )alkyl-,  $C_1-C_3$  alkoxy( $C_2-C_4$ )alkyl-, ( $C_0-C_4$  alkyl) ( $C_0-C_4$  alkyl) amino( $C_2-C_4$ )alkyl-, aryl( $C_0-C_4$  alkyl)-, aryl( $C_1-C_5$  alkoxy)carbonyl ,

arylsulfonyl, heterocyclic(C<sub>0</sub>-C<sub>4</sub> alkyl), heterocyclic(C<sub>1</sub>-C<sub>5</sub> alkoxy)carbonyl, and heterocyclicsulfonyl,

wherein said aryl or heterocyclic groups are substituted with 0-2 substituents independently selected from C<sub>1</sub>-C<sub>4</sub> alkyl, C<sub>1</sub>-C<sub>4</sub> alkoxy, C<sub>1</sub>-C<sub>4</sub> alkoxy C<sub>1</sub>-C<sub>4</sub> alkyl, oxo, F, Cl, Br, CF<sub>3</sub>, CN, and NO<sub>2</sub>; and

R<sup>18</sup> is selected from H, C<sub>1</sub>-C<sub>8</sub> alkyl, C<sub>3</sub>-C<sub>6</sub> alkenyl, C<sub>3</sub>-C<sub>10</sub> cycloalkyl(C<sub>0</sub>-C<sub>4</sub> alkyl)-, aryl(C<sub>0</sub>-C<sub>4</sub> alkyl)-, and heterocyclic(C<sub>0</sub>-C<sub>4</sub> alkyl),

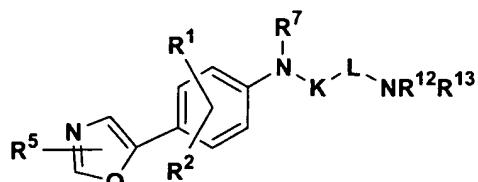
wherein said aryl or heterocyclic groups are substituted with 0-2 substituents independently selected from C<sub>1</sub>-C<sub>4</sub> alkyl, C<sub>1</sub>-C<sub>4</sub> alkoxy, F, Cl, Br, CF<sub>3</sub>, CN, and NO<sub>2</sub>;

or R<sup>17</sup> and R<sup>18</sup>, when both are on the same nitrogen atom, may form, with the nitrogen atom to which they are attached, a heterocycle selected from 1-aziridinyl, 1-azetidinyl, 1-piperidinyl, 1-morpholinyl, 1-pyrrolidinyl, thiamorpholinyl, thiazolidinyl, and 1-piperazinyl,

said heterocycle may be substituted with 0-3 groups selected from oxo, C<sub>1</sub>-C<sub>6</sub> alkyl, C<sub>3</sub>-C<sub>7</sub> cycloalkyl(C<sub>0</sub>-C<sub>4</sub> alkyl)-, C<sub>1</sub>-C<sub>6</sub> alkylcarbonyl, (C<sub>1</sub>-C<sub>6</sub> alkylcarbonyl)(C<sub>0</sub>-C<sub>4</sub> alkyl)amino-, C<sub>3</sub>-C<sub>7</sub> cycloalkyl(C<sub>0</sub>-C<sub>5</sub> alkyl)carbonyl, C<sub>1</sub>-C<sub>6</sub> alkoxy carbonyl, C<sub>3</sub>-C<sub>7</sub> cycloalkyl(C<sub>0</sub>-C<sub>5</sub> alkoxy)carbonyl, aryl(C<sub>0</sub>-C<sub>5</sub> alkyl), heterocyclic(C<sub>0</sub>-C<sub>5</sub> alkyl), aryl(C<sub>1</sub>-C<sub>5</sub> alkoxy)carbonyl, heterocyclic(C<sub>1</sub>-C<sub>5</sub> alkoxy)carbonyl, C<sub>1</sub>-C<sub>6</sub> alkylsulfonyl arylsulfonyl and heterocyclicsulfonyl,

wherein said aryl or heterocyclic groups are substituted with 0-2 substituents independently selected from CH<sub>3</sub>- , alkoxy, F, Cl, Br, CF<sub>3</sub>, CN, and NO<sub>2</sub>.

24. (Previously presented). A compound or pharmaceutically acceptable salt thereof of Claim 23 having the formula,



wherein

R<sup>1</sup> and R<sup>2</sup> are each independently selected from the group consisting of H, F, Cl, Br, I, NO<sub>2</sub>, CF<sub>3</sub>, CN, OCF<sub>3</sub>, OH, C<sub>1</sub>-C<sub>4</sub> alkoxy-, and C<sub>1</sub>-C<sub>4</sub> alkyl-;

$R^5$  is selected from the group consisting of H, F, Cl, Br, I, NO<sub>2</sub>, CN, CF<sub>3</sub>, OCF<sub>3</sub>, OH, C<sub>1</sub>-C<sub>4</sub>alkoxy, and CO<sub>2</sub>H; and

$R^7$  is selected from hydrogen and C<sub>1</sub>-C<sub>8</sub> alkyl.

25. (Previously presented). The compound or a pharmaceutically acceptable salt thereof of Claim 24 wherein

$R^5$  is H;

$R^1$  is selected from the group consisting of OCF<sub>3</sub> and C<sub>1</sub>-C<sub>4</sub>alkoxy;

$R^2$  is H; and

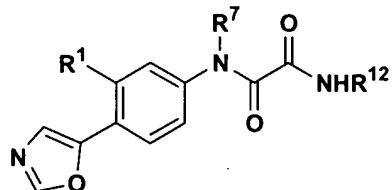
$R^{13}$  is hydrogen.

26. (Previously presented). The compound or a pharmaceutically acceptable salt thereof of Claim 25 wherein:

K is C(=O); and

L is C(=O).

27. (Previously presented). The compound or a pharmaceutically acceptable salt thereof of Claim 26 having the formula,



wherein  $R^{12}$  is  $-CZ^1Z^2Z^3$ .

28. (Previously presented). The compound or a pharmaceutically acceptable salt thereof of Claim 27 wherein:

$R^7$  is hydrogen; and

$R^1$  is methoxy.

29. (Previously presented). The compound or a pharmaceutically acceptable salt thereof of Claim 28 wherein  $Z^1$  and  $Z^2$  are independently selected from C<sub>1</sub>-C<sub>8</sub> alkyl.

30. (Previously presented). The compound or a pharmaceutically acceptable salt thereof of Claim 25 wherein:

K is C(=O) and

L is CHR<sup>9</sup>.

31. (Previously presented). A compound or a pharmaceutically acceptable salt thereof of Claim 25 wherein:

K is CHR<sup>9</sup> and

L is C(=O).

32. (Previously presented). A compound or a pharmaceutically acceptable salt thereof of Claim 25 wherein:

K is C(=O) and

L is -CR<sup>10</sup>R<sup>11</sup>-(C=O).

33. (Previously presented). A compound or pharmaceutically acceptable salt thereof, wherein said compound is selected from:

N-[3-Methoxy-4-(5-oxazolyl)phenyl]-N'-(phenylmethyl)ethanediamide;

N-[1,1-Bis(hydroxymethyl)propyl]-N'-[3-methoxy-4-(5-oxazolyl)phenyl]ethanediamide;

N-(2-Hydroxy-1,1-dimethylethyl)-N'-[3-methoxy-4-(5-oxazolyl)phenyl]ethanediamide;

N-[[[3-Methoxy-4-(5-oxazolyl)phenyl]amino]oxoacetyl]-2-methylalanine 1,1-dimethylethyl ester;

N-(2-Hydroxy-1,1-dimethylpentyl)-N'-[3-methoxy-4-(5-oxazolyl)phenyl]ethanediamide;

N-[2-[(2-Hydroxy-1,1-dimethylethyl)amino]-1,1-dimethylethyl]-N'-[3-methoxy-4-(5-oxazolyl)phenyl]ethanediamide;

N-[2-(Dimethylamino)-1,1-dimethylethyl]-N'-[3-methoxy-4-(5-oxazolyl)phenyl]ethanediamide;

N-(1,1-Diethyl-2-propynyl)-N'-[3-methoxy-4-(5-oxazolyl)phenyl]ethanediamide;

N-[1-(Hydroxymethyl)cyclopentyl]-N'-[3-methoxy-4-(5-oxazolyl)phenyl]ethanediamide;

N-[2-(4-Fluorophenyl)-1,1-dimethylethyl]-N'-[3-methoxy-4-(5-oxazolyl)phenyl]ethanediamide;

N-[[[3-Methoxy-4-(5-oxazolyl)phenyl]amino]oxoacetyl]-α -methyltyrosine methyl ester;

N-[[[3-Methoxy-4-(5-oxazolyl)phenyl]amino]oxoacetyl]-a-methyltryptophan methyl ester;

N-[1,1-Bis(hydroxymethyl)ethyl]-N'-[3-methoxy-4-(5-oxazolyl)phenyl]-N-methylethanediamide;

N-(1,1-Dimethyl-3-oxobutyl)-N'-[3-methoxy-4-(5-oxazolyl)phenyl]ethanediamide;

N-[3-Methoxy-4-(5-oxazolyl)phenyl]-N'-(1-methyl-1-phenylethyl)ethanediamide;

N-(2-Hydroxy-1,2-dimethyl-1-phenylpropyl)-N'-[3-methoxy-4-(5-oxazolyl)phenyl]ethanediamide;

N-[[[3-Methoxy-4-(5-oxazolyl)phenyl]amino]oxoacetyl]-2-methylalanine methyl ester;

-[[[[3-Methoxy-4-(5-oxazolyl)phenyl]amino]oxoacetyl]amino]cyclopropanecarboxylic acid methyl ester;

N-(1-Ethynylcyclohexyl)-N'-[3-methoxy-4-(5-oxazolyl)phenyl]ethanediamide;

(R)-N-[1-(Hydroxymethyl)-1-methylpropyl]-N'-[3-methoxy-4-(5-oxazolyl)phenyl]-N-methylethanediamide;

N-[[[3-Methoxy-4-(5-oxazolyl)phenyl]amino]oxoacetyl]-2-methylalanine;

N-[1,1-Dimethyl-2-oxo-2-(1-piperidinyl)ethyl]-N'-[3-methoxy-4-(5-oxazolyl)phenyl]ethanediamide;

N-[1,1-Dimethyl-2-(4-methyl-1-piperazinyl)-2-oxoethyl]-N'-[3-methoxy-4-(5-oxazolyl)phenyl]ethanediamide;

N-[1,1-Dimethyl-2-(4-morpholinyl)-2-oxoethyl]-N'-[3-methoxy-4-(5-oxazolyl)phenyl]ethanediamide;

4-[2-[[[3-Methoxy-4-(5-oxazolyl)phenyl]amino]oxoacetyl]amino]-2-methyl-1-oxopropyl]-1-piperazinecarboxylic acid ethyl ester;

N-[2-[3-(Acetylmethylamino)-1-pyrrolidinyl]-1,1-dimethyl-2-oxoethyl]-N'-[3-methoxy-4-(5-oxazolyl)phenyl]ethanediamide;

N-[1,1-Dimethyl-2-[methyl[2-(methylamino)ethyl]amino]-2-oxoethyl]-N'-[3-methoxy-4-(5-oxazolyl)phenyl]ethanediamide;

N-[1,1-Dimethyl-2-(propylamino)ethyl]-N'-[3-methoxy-4-(5-oxazolyl)phenyl]ethanediamide;

N-[1,1-Dimethyl-2-[[2-(methylamino)ethyl]amino]-2-oxoethyl]-N'-[3-methoxy-4-(5-oxazolyl)phenyl]ethanediamide;

N-[1,1-Dimethyl-2-[[2-(4-morpholinyl)ethyl]amino]-2-oxoethyl]-N'-[3-methoxy-4-(5-oxazolyl)phenyl]ethanediamide;

N-[1,1-Dimethyl-2-oxo-2-[[3-(2-oxo-1-pyrrolidinyl)propyl]amino]ethyl]-N'-[3-methoxy-4-(5-oxazolyl)phenyl]ethanediamide;

N-[2-[(2-(1H-Imidazol-4-yl)ethyl]amino]-1,1-dimethyl-2-oxoethyl]-N'-[3-methoxy-4-(5-oxazolyl)phenyl]ethanediamide;

N-[2-[(2-(Acetylamino)ethyl]amino]-1,1-dimethyl-2-oxoethyl]-N'-[3-methoxy-4-(5-oxazolyl)phenyl]ethanediamide;

N-[2-[(2-(1H-Imidazol-1-yl)ethyl]amino]-1,1-dimethyl-2-oxoethyl]-N'-[3-methoxy-4-(5-oxazolyl)phenyl]ethanediamide;

N-[1,1-Dimethyl-2-oxo-2-[[2-(4-pyridinyl)ethyl]amino]ethyl]-N'-[3-methoxy-4-(5-oxazolyl)phenyl]ethanediamide;

N-[1,1-Dimethyl-2-oxo-2-[[tetrahydro-2-furanyl)methyl]amino]ethyl]-N'-[3-methoxy-4-(5-oxazolyl)phenyl]ethanediamide;

N-[2-[(2-Methoxyethyl)amino]-1,1-dimethyl-2-oxoethyl]-N'-[3-methoxy-4-(5-oxazolyl)phenyl]ethanediamide;

N-[2-(Dimethylamino)-1,1-dimethyl-2-oxoethyl]-N'-[3-methoxy-4-(5-oxazolyl)phenyl]ethanediamide;

N-[2-[4-(2-Methoxyethyl)-1-piperazinyl]-1,1-dimethyl-2-oxoethyl]-N'-[3-methoxy-4-(5-oxazolyl)phenyl]ethanediamide; and

N-[1,1-Dimethyl-2-oxo-2-(2-pyridinylamino)ethyl]-N'-[3-methoxy-4-(5-oxazolyl)phenyl]ethanediamide.

34. (Previously presented). A pharmaceutical composition comprising a pharmaceutically acceptable carrier, adjuvant or vehicle and at least one compound of claim 23, or a pharmaceutically acceptable salt thereof, in an amount effective therefor.

35. – 39. (Canceled.)